

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF VIRGINIA
Richmond Division**

In re:)	Chapter 11 Case
)	
LANDAMERICA FINANCIAL GROUP, INC.,)	
et al.)	
)	Case No. 08-35994 – KRH
)	(Jointly Administered)
)	
<i>Debtor.</i>)	
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MOTION TO MODIFY FINAL DECREE

Bruce H. Matson, as wind-down agent (the “Wind-Down Agent”), hereby moves this Court to modify the Final Decree (as defined below) in this case, and in support thereof, states as follows:

1. On or about November 26, 2008, LandAmerica Financial Group, Inc., and certain affiliates filed for bankruptcy relief in this Court. On or about December 9, 2009, a plan of liquidation was confirmed (the “Confirmed Plan”), which included the appointment of Bruce H. Matson as liquidation trustee (the “LFG Trustee”).

2. After a lengthy period of administration, including numerous distributions to creditors, this Court entered an order on December 22, 2015 that, among other things, discharged the LFG Trustee, approved a wind-down budget, and closed the cases (the “Final Decree”). The Final Decree retains jurisdiction in this Court over matters concerning the Final Decree.

Bruce H. Matson (Va. Bar No. 22874)
7204 Glen Forest Drive
Suite 102
Richmond, VA 23226
(804) 714-7326
LFG Wind-Down Agent

3. Although the wind-down process is substantially complete, there remains approximately \$2.875 million of unused funds. The Wind-Down Agent submits there does not remain any substantive tasks concerning the wind-down. As previously modified by this Court in a series of orders upon motion and notice as contemplated by the Confirmed Plan, the document retention period has run and the final documents being retained have been destroyed.

4. The Wind-Down Agent believes some ambiguity exists in the Final Decree and files this Motion seeking guidance and authority from the Court to finalize and conclude the wind-down process. The Wind-Down Agent requests entry of an order substantially in the form attached hereto as Exhibit A to address any such ambiguities and further facilitate the final administration of the wind-down activities.

5. The Wind-Down Agent has consulted with the Office of the United States Trustee and understands it does not oppose the form of the proposed order or the relief requested.

Request to Limit Notice

6. Notice of this Motion (and the proposed Order) has been given as provided in the Certificate below.

7. Because the case is closed and because of the limited nature of the relief requested, there are few, if any, parties required to receive any notices, and, the Wind-Down Agent submits that the notice provided is adequate and appropriate under the circumstances. The Court has authority to approve the nature and extent of notice pursuant to, among other provisions, 11 U.S.C. section 102.

Request to Waive Any Requirement for Separate Memorandum

8. Inasmuch as the authority for the relief requested is contained in this Motion, request is made to waive any further requirement of a memorandum in support of the Motion.

WHEREFORE, the Wind-Down Agent hereby requests that the Court enter an order substantially in the form of Exhibit A attached hereto.

/s/ Bruce H. Matson
Bruce H. Matson, *LFG Wind-Down Agent*

Bruce H. Matson (Va. Bar No. 22874)
7204 Glen Forest Drive
Suite 102
Richmond, VA 23226
(804) 714-7326
LFG Wind-Down Agent

CERTIFICATION

I hereby certify that, in addition to any notice provided to parties in the closed case by the electronic notification system, the foregoing Motion was served on October 9, 2019 by electronic mail to the following parties:

Robert Van Arsdale
Shannon Pecoraro
Office of the U.S. Trustee
701 E. Broad Street
Richmond, VA 23219
robert.b.van.arsdale@usdoj.gov &
shannon.pecoraro@usdoj.gov

The Liquidation Oversight Committee
c/o Thomas Luther, Chairman
80 N. Stetson Street
Two Prudential Plaza, Suite 5600
Chicago IL 60601
thomas.luther@prudential.com

Guy A. Davis
Protiviti, Inc.
1051 East Cary Street – Suite 602
Richmond, VA 23219
guy.davis@protiviti.com

Robb Evans, Dissolution Trustee
11450 Sheldon Street
Sun Valley, California 91352-1121
revans@robbevans.com &
skrishnan@robbevans.com

LeClairRyan, PLLC
c/o Lynn Tavenner, Chapter 7 Trustee
20 N. 8th Street
Richmond, VA 23219
ltavenner@tb-lawfirm.com

/s/ Bruce H. Matson

Bruce H. Matson, *LFG Wind-Down Agent*

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ORDER MODIFYING FINAL DECREE

This matter came before the Court on the Motion of Bruce H. Matson as the wind-down agent (the “Wind-Down Agent”) to modify the final decree in this case (the “Motion”). It appearing to the Court for the reasons provided in the Motion and as presented at a hearing on the Motion, that the wind-down process in this matter is complete for all practical purposes, including that the document retention period has run and that the final documents were destroyed recently (as such periods were modified and approved earlier by the Court after notice), that that unused funds remain with the Wind-Down Agent, that some ambiguity exists in the Final Decree in this case and that modifying the Final Decree will facilitate the completion of the wind-down process for this case, the Court hereby orders as follows:

1. The Final Decree is hereby modified to authorize the Wind-Down Agent, subject to the terms of this Order, to immediately distribute all of the remaining, unused funds from the wind-down process, consisting of approximately \$2.875 million by making charitable donations of such entire sum in the name of and on behalf of “LFG Liquidation Trust” to not less than ten (10) 501(c)(3) entities, provided that neither the Wind-Down Agent nor any of the professionals

(as identified in the wind-down budget) shall have any material involvement in or benefit personally, reputationally, or financially as a result of such donations.

2. Within ten (10) days of the entry of this Order, the Wind-Down Agent shall provide the Office of the United States Trustee (the “UST”) with a list of the proposed recipients of the charitable contributions authorized in paragraph 1 above (the “Proposed Distribution List”). The UST shall have ten (10) days following its receipt of the Proposed Distribution List to review the same and to notify the Wind-Down Agent of any concerns about one or more of the proposed recipients. If the Wind-Down Agent and the UST are not able to resolve any such concerns raised by the UST, then the Wind-Down Agent shall inform the Court of the same and, after hearing from the Wind-Down Agent and the UST, the Court shall make such determinations as are just and appropriate. The Wind-Down Agent shall issue the charitable contributions authorized by this Order within fifteen (15) days of the earlier of (i) the absence of a timely notification by the UST to the Wind-Down Agent concerning the Proposed Distribution List or (ii) after entry of an order by the Court resolving any concerns about the Proposed Distribution List issue.

3. Upon entry of this order and subsequently thereafter until the balance of the LFG Wind-Down account (The “Wind-Down Account”) reaches zero, the Wind-Down Agent shall provide the UST with copies of any and all checks, transmittals, or any other evidence of any transfer from the Wind-Down Account as well as evidence of the balance of the Wind-Down Account.

4. Upon completion of the actions authorized and required by this Order, the Wind-Down Agent shall be considered to have been discharged as the Wind-Down Agent.

5. To the extent not modified herein the Final Decree and its terms are hereby reaffirmed.

The Clerk is directed to send copies of this Order upon entry to the undersigned.

ENTERED:

UNITED STATES BANKRUPTCY JUDGE

I ASK FOR THIS:

Bruce H. Matson (Va. Bar No. 22874)
7204 Glen Forest Drive
Suite 102
Richmond, VA 23226
(804) 697-2000

LFG Wind-Down Agent

SEEN:

Robert B. Van Arsdale
Shannon F. Peoraro
Office of U.S. Trustee
701 East Broad Street
Richmond, VA 23219

Assistant U.S. Trustee

LOCAL RULE 9022-1 CERTIFICATION

Pursuant to Local Rule 9022-1(C), I hereby certify that the foregoing Order has been endorsed by or served upon all necessary parties.

Bruce H. Matson, *LFG Wind-Down Agent*